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Counsel for Arca Industrial (NJ), Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

X

In re: : Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
Debtors. : (Joint Administration Requested)

X

**NOTICE OF RECLAMATION DEMAND
OF ARCA INDUSTRIAL (NJ), INC.**

TO THE DEBTORS AND ALL INTERESTED PARTIES:

PLEASE TAKE NOTICE that Arca Industrial (NJ), Inc. ("Claimant"), by and through its undersigned counsel, hereby files this notice of the delivery of a written demand letter dated October 22, 2018, pursuant to 11 U.S.C. § 546(c), 11 U.C.C. § 2-702, and applicable non-bankruptcy law, on the above captioned debtors and debtors in possession (the "Debtors") to reclaim certain goods (the "Goods") which were sold by Claimant to the Debtors in the ordinary

course of business, and which were received by the Debtors during the 45 days prior to the filing of the Debtors' chapter 11 bankruptcy cases. Claimant incorporates herein by reference a copy of its formal reclamation demand letter attached as Exhibit 1, which has been delivered to the Debtors and counsel by overnight delivery and electronic mail. The value of the Goods at issue is not less than \$534,153.00.

PLEASE TAKE FURTHER NOTICE that Claimant reserves all of its rights with respect to the Goods, including, without limitation: (i) its right to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15, 2018; (ii) its right to assert a 20-day administrative priority claim pursuant to 11 U.S.C. § 503(b)(9); (iii) its right to assert a "new value" defense to any preference demand pursuant to 11 U.S.C. § 547(c)(4); (iv) its right to demand payment of any portion of these invoices as a "cure" payment in connection with the Debtors' assumption of any executory contract, if any, pursuant to 11 U.S.C. § 365; (v) its right to seek payment of its prepetition invoices from any non-debtor parties that are co-obligors; (vi) its right to file additional demands or claims, including without limitation, a proof of claim; and/or (vii) its right to assert any other rights under applicable law. By filing this Notice, Claimant does not consent to entry of final orders of the bankruptcy court on non-core issues and claims, and does not waive any jurisdictional defenses and Claimant reserves its rights to amend this Notice.

Dated: October 30, 2018

Respectfully submitted,

MILLER GOLER FAEGES LAPINE LLP

By: /s/ Deborah J. Michelson
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